

BY-LAWS OF THE CORPORATION

ARTICLE 1 - NAME, LOCATION, CORPORATE SEAL

The name of the corporation is *MASSACHUSETTS SOCIETY FOR RESPIRATORY CARE, INC.*, ("Corporation"). The principal office of the corporation shall be located at P O Box 61, Whitman, Massachusetts 02382. The corporate seal shall be circular in form and have inscribed thereon the corporation name, year of incorporation and the word "Massachusetts".

ARTICLE II - BOUNDARIES

The area included within the boundaries of the Corporation shall be the Commonwealth of Massachusetts.

ARTICLE III - AFFILIATION

This Corporation shall be affiliated with the American Association for Respiratory Care ("AARC") and shall abide by the rules and regulations of the American Association for Respiratory Care as promulgated from time to time, to the extent that they are not inconsistent with the Articles of Organization, these By-Laws or the Laws of the Commonwealth of Massachusetts.

ARTICLE IV - PURPOSE

The Corporation is organized to sponsor and encourage, on a regional and statewide basis, educational programs for those persons interested in the field of respiratory care: to advance the science, technology, ethics and art of respiratory care through state, interstate and intrastate institutes, meetings, lectures, newsletters and other materials; and to facilitate cooperation between respiratory care personnel and the medical profession, hospitals, government agencies, service companies, industry and other agencies or organizations interested in respiratory care or pulmonary medicine; except that the corporation shall not engage in the unauthorized practice of medicine under the laws of the Commonwealth, and except that no part of the funds, income or property shall be distributed nor inure to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof.

ARTICLE V - MEMBERS

Section 1: Classes

The membership of the Corporation shall consist of membership classes as defined by the Bylaws of the AARC.

Section 2: Prerequisites

An individual is a member in the Corporation if he/she is a member of the AARC as specified in the AARC Bylaws and assigned to the Massachusetts chartered affiliate. Applicants for membership shall meet qualifications of ethical practice and suitable moral standards as determined by the membership committee.

Section 3: Application, Membership and Dues

The Corporation application for membership shall submit their completed official applications to the Executive Office of the AARC for processing and approval.

Section 4: Ethics

If the conduct of any member shall appear to be in violation of the Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures adopted by the AARC or the Corporation, or shall appear to be prejudicial to the AARC or Corporation's interests, such members may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the procedures set forth in the AARC's or Corporation's policies or procedures.

ARTICLE VI - DIRECTORS

Section 1: Powers

The Board of Directors, subject to any action at any time taken by such members as then have the right to vote, shall have the entire charge, control and management of the Corporation, its property and business and may exercise all or any of its powers.

Section 2: Composition

The Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past-President, (2) Delegates to the AARC House of Delegates, and a maximum of six (6) Directors-at-Large. An industrial representative may be selected by the vendors of the state, and upon approval of the Board shall be a member with voting powers.

Section 3: Election

The Board of Directors shall be elected as specified in Article VII.

Section 4: Vacancies

Any officer vacancy at any time existing in the Board shall be filled as specified in ARTICLE VI. Any vacancy of a Director-at-Large shall be filled by a majority vote of the then Directors, or at the next election. Any Delegate vacancy shall be filled as specified in ARTICLE IX, Section 6.

Section 5: Enlargement of the Board

The number of the Board of Directors may be increased, and one or more additional Directors elected at any special meeting of the members, called at least in part for that purpose, or by the Directors by vote of a majority of the then Directors.

Section 6: Tenure

Directors may resign by delivering their written resignation to the Corporation at its principal office or to the President or Secretary. Resignations shall be effective upon receipt unless they are specified to be effective at some other time or upon the happening of some other event.

Section 7: Removal

Upon refusal, neglect, or violation of Article 4 Section IV, of any member of the Board to perform the duties of that office, or for any conduct deemed prejudicial to the Corporation, the

Board of Directors shall have the power to declare an office or directorship vacant by a two-thirds (2/3) vote. Written notice shall be given to the member that the office has been declared vacant. Absence at fifty (50) percent of the board meetings in any calendar year may be cause for removal of an officer or director.

Section 8: Action at Meeting

At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by the simple majority of those present and voting, unless a different vote is required by law, the Articles of Organization, or these Bylaws.

Section 9: Special Action

Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors meetings, such consent shall be treated as a vote of the Directors for all purposes.

Section 10: Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President, Immediate Past-President, Secretary, Treasurer, (2) Delegates. They shall have the power to act for the Board of Directors between meetings of the Board of Directors and such action shall be subject to ratification by the Board at its next meeting,

Section 11: Multiple Offices

No officer, Director-at-Large, or delegate shall hold multiple office seats simultaneously, including officer of the AARC.

Section 12: Term of Office

The term of office for Corporate Directors shall be as follows: officers as specified in Article VI, Section 4, Delegates as specified in Article IX, Section 3, and Directors-at-Large for one (1) year.

ARTICLE VII - OFFICERS

Section 1: Officers

The officers of the Corporation shall be President, President-Elect (who shall automatically succeed to the Presidency upon the expiration of the President's term of office), Immediate Past-President, Vice-President, Treasurer, and Secretary.

Section 2: Powers and Duties

- (1) **President.** The President shall be the chief executive officer of the Corporation, The President shall preside at all meetings and at all meetings of the Board of Directors; prepare an agenda for the annual business meeting; prepare an agenda for each meeting of the Board of Directors; meetings appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Elections and Nominations Committees; present to the Board of Directors and membership an annual report of the activities of the Corporation,

- (2) **President-Elect.** The President-Elect shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability, and shall perform such other duties as shall be assigned by the President or the Board of Directors.
- (3) **Vice-President.** The Vice-President shall assume the duties but not the office of the President-Elect in the event of the President-Elect's absence, resignation, or disability, and will also continue to carry out the duties of the Vice-President as shall be assigned by the President or the Board of Directors, The Vice-President shall function as Chairperson of the Program and Education Committee.
- (4) **Treasurer.** The Treasurer shall have charge of all funds and securities of the Corporation: and shall have custody of the corporate seal; endorse checks, notes, or other orders for payment of bills; disburse funds as authorized by the Board of Directors and/or in accordance with the adopted budget, and deposit funds as the Board of Directors may designate, The Treasurer shall submit written financial reports in a timely fashion to the Board of Directors as well as a written quarterly financial report to the AARC, The Treasurer shall also submit tax forms to the IRS at the appropriate time.
- (5) **Secretary.** The Secretary shall be sworn; shall be Secretary both of the Directors and the Corporation; shall have charge of keeping the minutes of the Board of Directors regular business meetings and the annual business meeting, submitting a copy of the minutes of every meeting of the governing body and other business of the Corporation to the Executive Office of the AARC within thirty (30) days following the meeting; execute the general correspondence; affix the corporate seal on documents so requiring, and in general, perform all duties as from time to time shall be assigned by the President or the Board of Directors. In the absence of the Secretary from any meeting, a Secretary pro tempore shall be chosen. If the Secretary is not a resident of the Commonwealth, the Board of Directors shall appoint a resident agent.

Section 3: Vacancies in Office

- (1) In the event of a vacancy in the office of President, the President-Elect shall become acting President to serve the unexpired term and shall serve their own, the successive one, as President.
- (2) In the event of a vacancy in the office of President-Elect, the Vice-President shall assume the duties, but not the office, of President-Elect as well as their own until the next meeting of the Board of Directors at which time the Board may elect a qualified member of the Corporation to fill the vacancy or may hold a special election by the members of the Corporation.
- (3) In the event of a vacancy in any other office on the Board of Directors, the Directors may elect a qualified member of the Corporation to fill the vacancy.

Section 4: Term of Office

The term of office for Corporate officers shall be as follows: President-Elect, President, and Past President, Vice President, Secretary and Treasurer shall be for two (2) years; the terms shall begin at the close of the transition meeting.

ARTICLE VIII- NOMINATIONS AND ELECTIONS

Section 1: Nominations Committee

Each year, the Board of Directors shall elect a Nominations Committee to prepare a slate of nominees for the following year. The Chairperson of the Nominations Committee shall present the slate of nominees to the Board of Directors for approval.

Section 2: Nominations

- (1) The Nominations Committee may place in nomination the names of one or more persons for the offices of President-Elect, Vice-President, Secretary, Treasurer, Delegates, and Directors At Large.
- (2) Only Active Members in good standing shall be eligible for nomination.
- (3) The Nominations Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be a part of the ballot.
- (4) Upon written petition of ten (10) Active Members, filed at the office of the Corporation not less than sixty (60) days prior to the annual business meeting, any other active member or members in good standing may be nominated. If a nominating petition is so filed, such further nominations shall be placed on the ballot.

Section 3: Ballot

- (1) The slate of nominees and biographical sketches shall be provided via the US Postal Service or electronically to every eligible voting member in good standing at the time the elections begin. If the Board of Directors specifies that the vote shall be by mail, the list of nominees shall be so designed as to be a secret mail ballot with provisions for write-in votes of qualified candidates for each office. The deadline date shall be clearly indicated on the ballot.
- (2) If the vote is to be conducted at the annual business meeting, the date time and place shall be clearly indicated on the ballot. Provision shall be made for absentee ballots, which allows all eligible members the opportunity to vote.
- (3) If the Board of Directors specifies that the vote shall be electronic, voting must be completed by the specified deadline. The deadline date shall be clearly indicated on the electronic ballot.

Section 4: Elections Committee

The President shall appoint an impartial Election Committee which shall check the eligibility of each ballot and tally the votes. The results of the election shall be announced at the next Board meeting and posted on the main page of the MSRC website and other electronic platforms available to all members of the Corporation.

Section 5: Special Elections

A Special Election may be held to fill a vacancy as outlined in Article V, Section 3 and Article VI, Section 3.

- (1) Nominations shall be accepted in accordance with Article VII, Section 2, no less than sixty (60) days prior to the date of the Special Election.

- (2) Ballots shall be provided in accordance with Article VII, Section 3, no less than thirty days prior to the date of the Special Election.

ARTICLE IX - MEETINGS

Section 1: Board of Director Meetings

The Board of Directors shall hold at least three (3) regular and separate meetings in addition to the annual business meeting during a calendar year,

- (1) **Special Meetings.** Special meetings of the Board of Directors may be called by the President at such times as the business of the Corporation may require, or upon written request of a majority of the members of the Board of Directors filed with the President and Secretary of the Corporation.
- (2) **Quorum.** A majority of the filled positions of the Board of Directors shall constitute a quorum at any meeting of the Board. Directors may send a proxy who shall have voting powers, but whose presence will not count as if the Director is present. Their presence shall be counted for purposes of attaining a quorum.

Section 2: Meetings of the Membership

- (1) **Annual Business Meeting.** At least 60 days in advance, the Board of Directors or President shall specify the date and the hour for the annual business meeting of the membership, the date and hour shall be stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these Bylaws, may be specified by the Directors or the President. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.
- (2) **Special Meetings.** Special meetings of the membership may be called by the President, a majority of the Directors or upon the written application of a majority of the members who are entitled to vote at the meeting stating the time, place and purposes of the meeting.
- (3) **Place of Meetings.** All business meetings of members shall be held at a locate within the Commonwealth of Massachusetts.
- (4) **Notices.** Notice of all business meetings of members shall be given as follows, to wit: a written or electronic notice, stating the place, day and hour thereof, shall be given by the Secretary (or the person or persons calling the meeting), at least thirty (30) days before the meeting, to each member entitled to vote thereat and to each member who, by law, the Articles of Organization, or these Bylaws, is entitled to such notice, by leaving such notice with them or at their residence or usual place of business, electronic notice, or by mailing it, postage prepaid, and addressed to such member at their address as it appears upon the books of the Corporation.
- (5) **Quorum.** A majority of the voting members registered at a duly called business meeting shall constitute a quorum.
- (6) **Action at Membership Meeting.** When a quorum is present, the action of the members on any matter properly brought before such meeting shall be decided by the majority of the members present and entitled to vote and voting on such matter, except where a

different vote is required by law, the Articles of Organization, or these Bylaws. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election.

- (7) **Special Action.** Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual business meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Elections Committee to conduct a vote of the membership by mail. The question thus presented shall be determined according to a majority of the valid votes received by mail within thirty (30) days after the date of such submission. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof. Any amendment to the Bylaws of this Corporation shall be presented to the membership as provided in Article XIX.

ARTICLE X - CORPORATION DELEGATES TO THE AARC HOUSE OF DELEGATES

Section 1: Election

Delegates of this Corporation to the House of Delegates of the AARC shall be elected by MSRC members as specified in Article VII of the AARC Bylaws. A Delegate shall be elected into office every four (4) years.

Section 2: Duties

The duties of the Delegates shall be as specified in Article VII, Section 3 of the Bylaws of the AARC.

Section 3: Vacancies

Any vacancy of the Delegate shall remain vacant until the next regular election, or until filled by a special election in accordance with Article VII, Section 5.

Section 6: Multiple Offices

Delegates may not hold concurrent elective office in the Corporation or AARC officer position.

ARTICLE XI - COMMITTEES

Section 1: Standing Committees

The members of the following Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a term of one (1) year, except as otherwise provided by these Bylaws. The standing committees of the corporation are: BUDGET & AUDIT, BY-LAWS, ELECTIONS, GOVERNMENTAL AFFAIRS, MEMBERSHIP, NOMINATIONS, PROGRAM & EDUCATION, PUBLIC RELATIONS, and STUDENTS & SCHOLARSHIP.

Section 2: Special Committees and Other Appointments

Special Committees may be appointed by the President.

Section 3: Committee Chairperson's Duties

- (1) The President shall appoint the Chairperson of each Committee.

- (2) The Chairperson of each Committee shall confer promptly with the members of their Committee on work assignments,
- (3) The Chairperson of each Committee may recommend prospective Committee members to the President. When possible, the Chairperson of the previous year shall serve as a member of the new Committee.
- (4) The Chairperson of each committee shall submit a budget to the Budget and Audit Committee for the next fiscal year.
- (5) Committee chairpersons shall report at the times and in the manner charged by the President. All Committee reports shall be submitted in writing or electronically to the President and Secretary of the Corporation at least five (5) days prior to the meeting at which the report is to be read.

ARTICLE XII - DUTIES OF COMMITTEES

Section 1: Budget and Audit Committee

- (1) This Committee shall consist of the Executive Committee and shall be chaired by the President-Elect.
- (2) This Committee shall propose an annual budget for approval by the Board of Directors at least ninety (90) days prior to the beginning of the new fiscal year. This Committee shall formally request budget input from any appropriate individual.
- (3) The Committee shall submit a proposed budget to the Board of Directors at least thirty (30) days prior to the end of the fiscal year and shall ensure that an approved budget is in effect by the beginning of the new fiscal year.
- (4) This Committee shall annually review and formally report to the Board of Directors the financial/accounting status of the Corporation within 60 days after the end of the fiscal year.
- (5) Based on the findings of the review, the committee shall recommend whether or not an outside audit should be performed.
- (6) The Chairperson shall review the Chapter reports and authorize the payment of quarterly revenue sharing to each Chapter as appropriate.

Section 2: Bylaws Committee

- (1) This Committee shall consist of at least three (3) members, one (1) of whom shall be a Past President.
- (2) The Committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The Committee may also initiate such amendments for submission to the Board of Directors.
- (3) Upon approval of the Board of Directors, amendments shall be submitted for approval to the membership and to the AARC.

Section 3: Elections Committee

- (1) This Committee shall be chaired by the President-Elect and shall consist of at least five (5) members, with one (1) member from each Chapter who shall serve for a one (1) year term of office.

- (2) This Committee shall prepare, receive, verify and count ballots for all elections held during the calendar year.

Section 4: Governmental Affairs Committee

- (1) This committee shall monitor legislative and governmental activities that are of interest to the corporation.
- (2) This committee shall report to the Board on such activities and formulate recommendations, if requested.

Section 5: Membership Committee

- (1) The Committee shall consist of at least three (3) members who shall serve for a one (1) year term of office.
- (2) This Committee shall undertake activities approved by the Board to encourage and support membership in the AARC/MSRC.

Section 6: Nominations Committee

- (1) This Committee shall consist of three (3) members who shall serve for a term of one (1) year.
- (2) This Committee shall prepare for approval by the Board of Directors a slate of officers for the annual election as specified by Article VII of these Bylaws.
- (3) It shall be the duty of this Committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Corporation through a consideration of personal qualifications.

Section 7: Program and Education Committee

- (1) This Committee shall consist of at least six (6) members and be so constructed as to provide experienced members for program and education planning and shall be chaired by the Vice-President.
- (2) The Medical Advisor or designate will be a consultant member of this Committee.
- (3) This committee shall be responsible for the planning and managing of the annual educational meeting as well as for any other educational activities as assigned by the President or the Board.
- (4) This committee shall monitor the continuing education regulations and accept, review, and approve applications for Continuing Education contact hours. The approval shall be ratified by the Board of Directors.

Section 8: Public Relations Committee

- (1) This Committee shall consist of at least three (3) members, one (1) of whom shall be a Past President.
- (2) The Committee shall maintain such liaison as has been established by the Board of Directors with other individuals whose activities may be of interest to members of this Corporation. This shall include the preparation of exhibits, programs and other items to

bring the message of Respiratory Care, the MSRC, and the AARC to medical, nursing and hospital groups as well as educational facilities in the community at large.

Section 9: Student & Scholarship Committee

- (1) This committee shall consist of at least three (3) members, one (1) of whom is the President-Elect,
- (2) This committee shall develop and encourage student participation in respiratory care and other related activities.
- (3) This committee shall administer the scholarship activities of the corporation in accordance with the guidelines established by the Board of Directors.

ARTICLE XIII - SOCIETY MEDICAL ADVISOR

The corporation shall have at least one (1) Medical Advisor who shall conform to Article X, Section 3 of the AARC Bylaws. The Medical Advisor must be a physician who has an identifiable role in clinical, organizational, educational or investigative respiratory care.

ARTICLE XIV - FISCAL YEAR

The fiscal year of this Corporation shall be designated by the Board of Directors of the Corporation.

ARTICLE XV - PARLIAMENTARY PROCEDURE

The rules contained in the current edition of *Robert's Rules of Order* shall govern whenever they are not in conflict with the Bylaws of the Corporation.

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended at any regular or called meeting, in writing, by electronic vote, or by mail vote of the members by a two-thirds (2/3) majority of those voting, provided that the amendment(s) were presented to the membership in writing at least sixty (60) days prior to the vote.